



ARTICLES OF MERGER

State Form 39036 (R7 / 1-03)

Approved by State Board of Accounts, 1995

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Indiana Code 23-1-40-1 et. seq.

FILING FEE: \$90.00

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ARTICLES OF MERGER / SHARE EXCHANGE OF

(hereinafter "the **nonsurviving** corporation(s)")

INTO

(hereinafter "the **surviving** corporation")

ARTICLE I - SURVIVING CORPORATION

SECTION 1:

The name of the corporation surviving the merger is _____
and such name ☐ has ☐ has not (*designate which*) been changed as a result of the merger.

SECTION 2:

a. The surviving corporation is a domestic corporation existing pursuant to the provisions of the Indiana Business Corporation Law incorporated on _____.

b. The surviving corporation is a foreign corporation incorporated under the laws of the State of _____ and
☐ qualified ☐ not qualified (*designate which*) to do business in Indiana.

If the surviving corporation is qualified to do business in Indiana, state the date of qualification: _____.
(If Application for Certificate of Authority is filed concurrently herewith state "Upon approval of Application for Certificate of Authority".)

ARTICLE II - NONSURVIVING CORPORATION (S)

The name, state of incorporation, and date of incorporation or qualification (*if applicable*) respectively, of each Indiana domestic corporation and Indiana qualified foreign corporation, other than the survivor, which is party to the merger are as follows:

Name of Corporation

State of Domicile

Date of Incorporation or qualification in Indiana (*if applicable*)

Name of Corporation

State of Domicile

Date of Incorporation or qualification in Indiana (*if applicable*)

Name of Corporation

State of Domicile

Date of Incorporation or qualification in Indiana (*if applicable*)

ARTICLE III - PLAN OF MERGER OR SHARE EXCHANGE

The Plan of Merger or Share Exchange, containing such information as required by Indiana Code 23-1-40-1(b), is set forth in "Exhibit A", attached hereto and made a part hereof.

ARTICLE IV - MANNER OF ADOPTION AND VOTE OF SURVIVING CORPORATION (Must complete Section 1 or 2)**SECTION 1:** ☐ Shareholder vote not required.

The merger / share exchange was adopted by the incorporators or board of directors without shareholder action and shareholder action was not required.

SECTION 2: ☐ Vote of shareholders (Select either A or B)

The designation (i.e., common, preferred or any classification where different classes of stock exist), number of outstanding shares, number of votes entitled to be cast by each voting group entitled to vote separately on the merger / share exchange and the number of votes of each voting group represented at the meeting is set forth below:

- A. Unanimous written consent executed on _____ 20____ and signed by all shareholders entitled to vote.
B. Vote of shareholders during a meeting called by the Board of Directors.

| TOTAL | | A | B | C |
|--|--|---|---|---|
| DESIGNATION OF EACH VOTING GROUP (i.e. preferred and common) | | | | |
| NUMBER OF OUTSTANDING SHARES | | | | |
| NUMBER OF VOTES ENTITLED TO BE CAST | | | | |
| NUMBER OF VOTES REPRESENTED AT MEETING | | | | |
| SHARES VOTED IN FAVOR | | | | |
| SHARES VOTED AGAINST | | | | |

ARTICLE V - MANNER OF ADOPTION AND VOTE OF NONSURVIVING CORPORATION (Must complete Section 1 or 2)**SECTION 1:** ☐ Shareholder vote not required.

The merger / share exchange was adopted by the incorporators or board of directors without shareholder action and shareholder action was not required.

SECTION 2: ☐ Vote of shareholders (Select either A or B)

The designation (i.e., common, preferred or any classification where different classes of stock exist), number of outstanding shares, number of votes entitled to be cast by each voting group entitled to vote separately on the merger / share exchange and the number of votes of each voting group represented at the meeting is set forth below:

- A. Unanimous written consent executed on _____ 20____ and signed by all shareholders entitled to vote.
B. Vote of shareholders during a meeting called by the Board of Directors.

| TOTAL | | A | B | C |
|--|--|---|---|---|
| DESIGNATION OF EACH VOTING GROUP (i.e. preferred and common) | | | | |
| NUMBER OF OUTSTANDING SHARES | | | | |
| NUMBER OF VOTES ENTITLED TO BE CAST | | | | |
| NUMBER OF VOTES REPRESENTED AT MEETING | | | | |
| SHARES VOTED IN FAVOR | | | | |
| SHARES VOTED AGAINST | | | | |

In Witness Whereof, the undersigned being the _____ of the surviving
Officer or Chairman of Board

corporation executes these Articles of Merger / Share Exchange and verifies, subject to penalties of perjury that the statements contained

herein are true, this _____ day of _____, 20_____.

Signature

Printed name